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Attorneys for Barry C. Honig

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually and on
behalf of all others similarly situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC. F/K/A
BIOPTIX, INC., JOHN O'ROUKE, and
JEFFREY G. MCGONEGAL

Defendants.

Case No. 18-cv-2293 (FLW) (TJB)

**DECLARATION OF ROBERT D.
WEBER IN SUPPORT OF BARRY C.
HONIG'S MOTION TO DISMISS
PLAINTIFF'S CORRECTED
CONSOLIDATED AMENDED CLASS
ACTION COMPLAINT**

I, Robert D. Weber, declare as follows:

1. I am a partner of the law firm Sheppard, Mullin, Richter & Hampton LLP, counsel for Defendant Barry C. Honig. I make this declaration in support of Mr. Honig's Motion to Dismiss Plaintiffs' Corrected Consolidated Amended Class Action Complaint. I have personal knowledge of the facts set forth herein, which are known by me to be true and correct, and if called as a witness, I could and would competently testify thereto.

2. Attached hereto as Exhibit A is a true and correct copy of Venaxis, Inc.’s (“**Venaxis**”) Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities Exchange Commission (“**SEC**”) on March 23, 2016. This SEC filing, and every other SEC filing attached hereto, was retrieved from the SEC’s EDGAR database on or after March 13, 2019.

3. Attached hereto as Exhibit B is a true and correct copy of Venaxis’s Form 10-Q for the quarterly period ended June 30, 2016, filed with the SEC on August 10, 2016.

4. Attached hereto as Exhibit C is a true and correct copy of Riot Blockchain’s (“**Riot**”) current report on Form 8-K, filed with the SEC on November 3, 2017.

5. Attached hereto as Exhibit D is a true and correct copy of a price chart showing the historical market prices of Riot Blockchain (“**Riot**”) common stock (including when Riot operated under the names Venaxis and BiOptix, Inc. (“**BiOptix**”)), for the dates June 30, 2016 through September 6, 2018, downloaded from <https://www.nasdaq.com/> on March 14, 2019.

6. Attached hereto as Exhibit E is a true and correct copy of Riot’s Form 10-Q for the quarterly period ended Sept. 30, 2017, filed with the SEC on November 13, 2017.

7. Attached hereto as Exhibit F is a true and correct copy of a Schedule 13 D/A filed by Mr. Honig with the SEC on January 4, 2017.

8. Attached hereto as Exhibit G is a true and correct copy of BiOptix’s Proxy Statement Pursuant to Section 14(a) filed with the SEC on July 10, 2017.

9. Attached hereto as Exhibit H is a true and correct copy of BiOptix’s Registration Statement on Form S-3/A filed with the SEC on September 25, 2017.

10. Attached hereto as Exhibit I is a true and correct copy of Riot’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on April 17, 2018.

11. Attached hereto as Exhibit J is a true and correct copy of Riot's current report on Form 8-K, filed with the SEC on November 16, 2017.

12. Attached hereto as Exhibit K is a true and correct copy of Riot's Form 10-Q for the quarterly period ended Sept. 30, 2018, filed with the SEC on November 19, 2018.

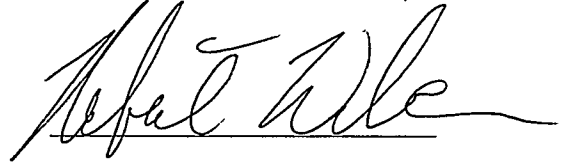
13. Attached hereto as Exhibit L is a chart reflecting historical Bitcoin prices (BTCUSD) for the period June 30, 2016 through September 6, 2018, downloaded from <https://finance.yahoo.com/> on March 15, 2019.

13. Attached hereto as Exhibit M is a visual line chart representing a comparison of the price of Riot stock (represented by the red line) and Bitcoin (represented by the blue line) for the period October 3, 2017 through September 6, 2018, downloaded from www.barchart.com on March 15, 2019.

14. Attached hereto as Exhibit N is a visual line chart representing a comparison of the price of Bitcoin (represented by the blue line), Grayscale Bitcoin Trust common stock (represented by the green line), and Overstock common stock (represented by the purple line) for the period October 3, 2017 through September 6, 2018, downloaded from www.barchart.com on March 15, 2019.

15. Attached hereto as Exhibit O is a true and correct copy of Riot's current report on Form 8-K, filed with the SEC on January 20, 2017.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed at Los Angeles, California, this fifth day of September, 2019.

A handwritten signature in black ink, appearing to read "Robert D. Weber", written over a horizontal line.

ROBERT D. WEBER